

EXHIBIT B

CERTIFICATE OF THE MONITOR

CANADA

**PROVINCE OF QUEBEC
DISTRICT OF MONTRÉAL**

SUPERIOR COURT
Commercial Division

File: No: 500-11-063787-242

GOLI NUTRITION INC.

&

GOLI NUTRITION INC.

Applicants

&

DELOITTE RESTRUCTURING INC.

Monitor

CERTIFICATE OF THE MONITOR

RECITALS:

WHEREAS pursuant to an Order of the Superior Court of Québec (Commercial Division) (the “**Court**”) dated March 18, 2024, Goli Nutrition Inc., a corporation existing under the laws of Canada (“**Goli**”) and Goli Nutrition Inc., a corporation existing under the laws of Delaware, commenced proceedings pursuant to the *Companies’ Creditors Arrangement Act* and Deloitte Restructuring Inc. was appointed as the Monitor of the Applicants in those proceedings.

WHEREAS the Court issued an Order dated April 9, 2024 (as rectified on April 17, 2024) among other things, (i) approving the subscription agreement between Goli (as vendor) and 15708800 Canada Inc. (as purchaser) (the “**Subscription Agreement**”) and the transactions contemplated therein; (ii) adding Residual Co. as an Applicant in the CCAA Proceedings and removing Goli as an Applicant in the CCAA Proceedings; (iii) ordering Goli to issue the Subscribed Shares, and vesting in the Purchaser (or as it may direct) all right, title and interest in and to the Subscribed Shares, free and clear of any Encumbrances; (iv) ordering Goli to redeem and cancel the Legacy Equity Interests without any payment or other consideration; and (v) approving the

Pre-Closing Reorganization and vesting out of Goli all Excluded Assets, Excluded Contracts and Excluded Liabilities and discharging all Encumbrances against Goli other than Permitted Encumbrances.

WHEREAS unless otherwise indicated, capitalized terms used herein have the meanings given in the Subscription Agreement.

THE MONITOR CERTIFIES THE FOLLOWING:

- (a) The Subscription Agreement has been executed and delivered.
- (b) The Parties to the Subscription Agreement have confirmed to the Monitor that the conditions to Closing set forth in the Subscription Agreement have been satisfied or waived by the Parties and the Closing has occurred.
- (c) This Certificate was issued by the Monitor at 5:45pm on April 24, 2024.

Deloitte Restructuring Inc. in its capacity as Court-appointed Monitor, and not in its personal capacity.



Name: Benoit Clouâtre, CPA, CIRP, LIT

Title: Senior Vice President
